

GRIMES & SMITH

CHARLES T. SMITH
JOHN P. GRIMES

ATTORNEYS AT LAW
1112 HIGHMARKET STREET
GEORGETOWN, SOUTH CAROLINA 29440

(843) 546-6131
FAX: (843) 527-6692

December 17, 2001

Renata B. Hesse
Antitrust Division
U.S. Department of Justice
601 D Street NW
Washington, DC 20530-0001

Re: United States of America v. Microsoft corporation
Civil Action No. 98-1232 (TPJ)

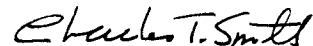
Dear Ms. Hesse:

I have carefully reviewed the proposed Final Judgement in the referenced action and the opinions issued by the District Court and the Court of Appeals for the District of Columbia Circuit.

The minor restrictions in the proposed Final Judgement are rendered meaningless by the extensive exceptions and exclusions. Even if the proposed Final Judgement can fairly be interpreted to prohibit some conduct, there is no effective enforcement mechanism.

The proposed Final Judgement does not address Microsoft Corporation's serious violations of the antitrust statutes and does not serve the public interest.

Sincerely,



Charles T. Smith